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- and-

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Attorneys for AOL Inc. f/k/a AOL LLC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)
) Chapter 11
Delphi Corporation, et al.,)
) Case No. 05-44481 (RDD)
Debtor.) (Jointly Administered)
)

DECLARATION OF MARA PERRONE BOWATER

I, Mara Perrone Bowater, declare and state as follows:

1. I am currently the Director of Revenue Accounting at AOL Inc., f/k/a AOL LLC ("AOL"). I have held this position since July, 2007. My current duties include ensuring the financials are accurately stated for Subscription Revenue and other revenue streams that are processed via electronic payment and the management of corresponding balance sheet items, which would include receivables.

2. I was hired as an Accountant by AOL on March 25, 1996.

3. As Director of Revenue Accounting, I am familiar with the AOL- Delphi Affinity Program, which operated from approximately June 2001 through December 31, 2007.

4. The AOL-Delphi Affinity Program and its corresponding billing was governed by that certain Confidential Partner Marketing Agreement between AOL and Delphi Automotive Systems LLC dated May 5, 2005 (the "Partner Agreement"), Confidential Partner Marketing Agreement between AOL and Delphi Automotive Systems LLC dated June 22, 2001, and AOL Delphi Retiree Offer Agreement between Delphi Automotive Systems LLC and AOL dated May 5, 2005, (the "Agreement" or "AOL-Delphi Agreements"). Exhibits A, B and C to this Declaration are true and accurate copies of these AOL-Delphi Agreements, respectively.

5. The AOL-Delphi Affinity Program enabled Delphi to procure AOL services for its employees and retirees (collectively "the Participants") at a discounted rate.

6. Under the terms of the AOL-Delphi Agreements, billing for AOL service was done in two parts: each month AOL invoiced Delphi for its share of the price for each eligible Participant (approximately \$7.00 per month from June 2001 to July 2005 and \$4.25 per month from August 2005 to December 31, 2007) and then direct billed each eligible Participant for the employee portion of the price (approximately \$5.00 per month).

7. AOL's Accounting Department generated and sent the monthly invoices to Delphi. AOL's Billing Operations handled the direct billing to the individual Delphi employees.

8. To facilitate billing, for its internal use, AOL maintains a system of price index codes ("PI Code"). Each AOL internet services account receives a PI Code reflecting the monthly charge for such account.

9. Consistent with this system, AOL assigned one of a number of Delphi-specific PI Codes to each employee or retiree's account. For a given account, these Delphi PI Codes determined the amount of the employee portion and Delphi portion for which AOL charged the employees and Delphi, respectively.

10. Billing Operations handled the direct billing to the individual Delphi employees, e.g. \$5.00 per month, using a report that was run monthly showing every AOL customer who was tied to the Delphi price index (the special rate that was given to Delphi employees under the Agreement). Accounting would then generate matching invoices based on reporting to invoice the Delphi portion.

11. Under the AOL-Delphi Affinity Program, Participants benefited by receiving AOL service by paying the \$5.00 employee portion per month, as opposed to AOL's published retail rates, which often exceeded \$20.00 per month during the period covered by the Agreement.

12. Billing Operations moved Participants on and off the Delphi price indexes monthly as required by the terms of the Agreements.

13. The pricing associated with the Delphi PI Code was less than the pricing associated with higher retail PI Codes. So, while AOL increased customer volume from the AOL-Delphi Affinity Program, for every Participant who was moved off the AOL-Delphi Affinity Program (due to ineligibility or otherwise) and placed onto a higher retail PI Code, the greater the revenue to AOL. Accordingly, AOL had every economic incentive to ensure that ineligible Participants were removed from the Delphi PI Code and placed onto the higher retail PI Code as contemplated under the Agreement.

14. During the course of the AOL-Delphi Affinity Program, Delphi paid every monthly invoice it received from AOL from the inception of the Program in June 2001 through

May, 2005, and then every invoice (except the April 18, 2006 invoice) for the time period from January 2006 through February 2007.

15. Exhibit D contains true and accurate copies of each invoice that AOL sent to Delphi but which Delphi failed to pay under the AOL-Delphi Affinity Program.

16. At the end of 2006, AOL's collections team tried to reach the Delphi contacts for a couple of months regarding outstanding post-petition invoices, with no response. It was not until after AOL's counsel contacted Debtors' counsel for assistance in obtaining payment of the then-outstanding April 2006 post-petition invoice, that Delphi for the first time sought to challenge AOL invoicing.

17. On August 2, 2006, AOL announced that AOL's software and e-mail as well as various other products would be made available for free to broadband users in a move to enhance the growth of its online advertising business. Based on the AOL books and records, as of December 2007, AOL's paying membership declined by a total of 46 percent as a result of the announcement to provide free access. Due to this high percentage of customers migrating from a paid access to free access, AOL spent significant time from and after August 2006 through 2007 changing applicable PI Codes and making appropriate pricing adjustments for all affected customers, including, but not limited to Delphi Participants.

18. Subsequently, in June 2007, AOL issued a credit memo, resulting in a net credit to Delphi of \$66,096 (the "Credit Memo"). While the Credit Memo covered the period of January 2006 through January 2007, the credits owed to Delphi occurred for the billing months of November 2006 through January 2007 alone; for the earlier months of January 2006 through October 2006, the billing adjustments in the Credit Memo result in a positive amount due to AOL. Exhibit E is a true and accurate copy of the Credit Memo and supporting detail. The

impetus for the Credit Memo was a discovered error in the interpretation of AOL reporting. The error was pinpointed to the period covered by the Credit Memo, and the Credit Memo corrected the interpretation errors.

19. Based on my review of AOL's books and records, including the Credit Memo, the total number of Participants reflected on the invoices for the Delphi Portion is actually less than the total number of AOL customers billed the corresponding Employee Portion under applicable Delphi PI Codes for the same months.

I declare under penalty of perjury that the statements contained in this declaration are true and correct.

Dated this 17th day of September, 2010.

/s/ Mara Perrone Bowater
Mara Perrone Bowater

EXHIBIT A

DUE TO THE COMMERCIALLY SENSITIVE NATURE OF THE INFORMATION CONTAINED IN THE AGREEMENT, COPIES WILL BE PROVIDED TO THE DEBTORS AND THE COURT BUT WILL NOT BE FILED OR SERVED ON OTHER NOTICE PARTIES.

EXHIBIT B

**DUE TO THE COMMERCIALLY SENSITIVE NATURE OF THE INFORMATION CONTAINED IN THE
AGREEMENT, COPIES WILL BE PROVIDED TO THE DEBTORS AND THE COURT BUT WILL NOT BE FILED
OR SERVED ON OTHER NOTICE PARTIES.**

EXHIBIT C

DUE TO THE COMMERCIALLY SENSITIVE NATURE OF THE INFORMATION CONTAINED IN THE AGREEMENT, COPIES WILL BE PROVIDED TO THE DEBTORS AND THE COURT BUT WILL NOT BE FILED OR SERVED ON OTHER NOTICE PARTIES.



INVOICE

Invoice Number 182340

Delphi Automotive Systems
Attn: IS&S Purchasing
1441 W. Long Lake Road
Mail Code 480-415-328
Troy, MI 48098

Remitted to:
AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Invoice Covers: April 1 10:00 AM - May 1 9:59:59 AM

Customer ID	Payment Terms	Page 1		
15527	Net 30			
AOL Accounts		Accounts	Rate	Total
Prior Months Accounts Active as of Bill Cycle Date		25,998		
Less Prior Months Cancels as of Bill Cycle Date		(130)		
Current Months Registrations as of Bill Cycle Date		115		
Total Accounts Active as of Bill Cycle Date		25,983	@ \$7.00	\$ 181,881.00
Payment Due for Active Accounts to AOL				\$ 181,881.00

Remittance address:

Via Regular Mail	Via Overnight Courier
America Online, Inc.	Chase Manhattan Bank
Attn: Accounts Receivable	55 Water Street
General Post Office	Lockbox Dept. Rm. # 413
P.O. Box 5696	New York, NY 10041
New York, NY 10087-5696	Lockbox # 5696

Please detach here and return this portion with your payment.

Delphi Automotive Systems
Attn: IS&S Purchasing
1441 W. Long Lake Road
Mail Code 480-415-328
Troy, MI 48098

Customer ID: 7739

AR Cat: 8002

AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 258141
Invoice Number 182340
Invoice Date 05/17/05
Total Amount Due \$ 181,881.00

EXHIBIT

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D



INVOICE

Invoice Number 184529

Delphi Automotive Systems
Attn: IS&S Purchasing
1441 W. Long Lake Road
Mail Code 480-415-328
Troy, MI 48098

Remitter
AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Invoice Covers: May 1 10:00 AM - June 1 9:59:59 AM

Customer ID	Payment Terms	Page 1		
15527	Net 30			
AOL Accounts		Accounts	Rate	Total
Prior Months Accounts Active as of Bill Cycle Date		25,983		
Less Prior Months Cancels as of Bill Cycle Date		(147)		
Current Months Registrations as of Bill Cycle Date		84		
Total Accounts Active as of Bill Cycle Date		25,920	@ \$7.00	\$ 181,440.00
Payment Due for Active Accounts to AOL				\$ 181,440.00

Remittance address:

Via Regular Mail	Via Overnight Courier
America Online, Inc. Attn: Accounts Receivable General Post Office P.O. Box 5696 New York, NY 10087-5696	Chase Manhattan Bank 55 Water Street Lockbox Dept. Rm. # 413 New York, NY 10041 Lockbox # 5696

Please detach here and return this portion with your payment.

Delphi Automotive Systems
Attn: IS&S Purchasing
1441 W. Long Lake Road
Mail Code 480-415-328
Troy, MI 48098
Customer ID: 7739

AR Cat: 8002

AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 25824
Invoice Number 184529
Invoice Date 06/21/05
Total Amount Due \$ 181,440.00



INVOICE

Invoice Number 186108

Delphi Automotive Systems
Attn: IS&S Purchasing
1441 W. Long Lake Road
Mail Code 480-415-328
Troy, MI 48098

Remit to:
AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Invoice Covers: June 1 10:00 AM - July 1 9:59:59 AM

Customer ID	Payment Terms	Page 1		
15527	Net 30			
AOL Accounts		Accounts	Rate	Total
Prior Months Accounts Active as of Bill Cycle Date		25,920		
Less Prior Months Cancels as of Bill Cycle Date		(128)		
Current Months Registrations as of Bill Cycle Date		83		
Total Accounts Active as of Bill Cycle Date		25,875	@ \$7.00	\$ 181,125.00
Payment Due for Active Accounts to AOL				\$ 181,125.00

Remittance address:

Via Regular Mail	Via Overnight Courier
America Online, Inc. Attn: Accounts Receivable General Post Office P.O. Box 5696 New York, NY 10087-5696	Chase Manhattan Bank 55 Water Street Lockbox Dept. Rm. # 413 New York, NY 10041 Lockbox # 5696

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Delphi Automotive Systems
Attn: IS&S Purchasing
1441 W. Long Lake Road
Mail Code 480-415-328
Troy, MI 48098
Customer ID: 7739

AR Cat: 8002

AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number	0258241
Invoice Number	186108
Invoice Date	07/21/05
Total Amount Due	\$ 181,125.00



INVOICE

Invoice Number 188647

Delphi Automotive Systems
Attn: IS&S Purchasing
1441 W. Long Lake Road
Mail Code 480-415-328
Troy, MI 48098

Remitted to:
AMERICA ONLINE, Inc.
General Post Office
P.O. Box 5696
New York, NY 10087-5696

Invoice Covers: July 1 10:00 AM - Aug 1 9:59:59 AM

Customer ID	Payment Terms	Page 1		
15527	Net 30			
AOL Accounts		Accounts	Rate	Total
Prior Months Accounts Active as of Bill Cycle Date		25,875		
Less Prior Months Cancels as of Bill Cycle Date		(120)		
Current Months Registrations as of Bill Cycle Date		83		
Total Accounts Active as of Bill Cycle Date		25,838	@ \$7.00	\$ 180,866.00
Payment Due for Active Accounts to AOL				\$ 180,866.00

Remittance address:

Via Regular Mail	Via Overnight Courier
America Online, Inc.	Chase Manhattan Bank
Attn: Accounts Receivable	55 Water Street
General Post Office	Lockbox Dept. Rm. # 413
P.O. Box 5696	New York, NY 10041
New York, NY 10087-5696	Lockbox # 5696

Please detach here and return this portion with your payment.

Delphi Automotive Systems
Attn: IS&S Purchasing
1441 W. Long Lake Road
Mail Code 480-415-328
Troy, MI 48098
Customer ID: 7739

AR Cat: 8002

AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 25844
Invoice Number 188647
Invoice Date 09/16/05
Total Amount Due \$180,866.00



INVOICE

Invoice Number 188648

Delphi Automotive Systems
Attn: IS&S Purchasing
1441 W. Long Lake Road
Mail Code 480-415-328
Troy, MI 48098

Remittance
AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Invoice Covers: Aug 1 10:00 AM - Sept 1 9:59:59 AM

Customer ID	Payment Terms	Page 1		
15527	Net 30			
AOL Accounts		Accounts	Rate	Total
Prior Months Accounts Active as of Bill Cycle Date		25,838		
Less Prior Months Cancels as of Bill Cycle Date		(133)		
Current Months Registrations as of Bill Cycle Date		99		
Total Accounts Active as of Bill Cycle Date		25,804	@ \$4.25	\$ 109,667.00
Payment Due for Active Accounts to AOL				\$ 109,667.00

Remittance address:

Via Regular Mail	Via Overnight Courier
America Online, Inc.	Chase Manhattan Bank
Attn: Accounts Receivable	55 Water Street
General Post Office	Lockbox Dept. Rm. # 413
P.O. Box 5696	New York, NY 10041
New York, NY 10087-5696	Lockbox # 5696

Please detach here and return this portion with your payment.

Delphi Automotive Systems
Attn: IS&S Purchasing
1441 W. Long Lake Road
Mail Code 480-415-328
Troy, MI 48098
Customer ID: 7739

AR Cat: 8002

AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 258241
Invoice Number 188648
Invoice Date 09/16/05
Total Amount Due \$109,667.00



INVOICE

Invoice Number 189962

Delphi Automotive Systems
Attn: Kevin Finan, IT Purchasing
5820 Delphi Drive
Mail Code 480-405-2325
Troy, MI 48098

Remit to:
AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Invoice Covers: Sept 1 10:00 AM - Oct 1 9:59:59 AM

Customer ID	Payment Terms	Page 1		
15527	Net 30			
AOL Accounts		Accounts	Rate	Total
Prior Months Accounts Active as of Bill Cycle Date		25,804		
Less Prior Months Cancels as of Bill Cycle Date		(97)		
Current Months Registrations as of Bill Cycle Date		57		
Total Accounts Active as of Bill Cycle Date		25,764	@ \$4.25	\$ 109,497.00
Payment Due for Active Accounts to AOL				\$ 109,497.00

Remittance address:

Via Regular Mail	Via Overnight Courier
America Online, Inc.	Chase Manhattan Bank
Attn: Accounts Receivable	55 Water Street
General Post Office	Lockbox Dept. Rm. # 413
P.O. Box 5696	New York, NY 10041
New York, NY 10087-5696	Lockbox # 5696

Please detach here and return this portion with your payment.

Delphi Automotive Systems
Attn: Kevin Finan, IT Purchasing
5820 Delphi Drive
Mail Code 480-405-2325
Troy, MI 48098
Customer ID: 7739

AR Cat: 8002

AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number	25841
Invoice Number	189962
Invoice Date	10/12/05
Total Amount Due	\$109,497.00



INVOICE

Invoice Number 193072,194468

Delphi Automotive Systems
Attn: Kevin Finan, IT Purchasing
5820 Delphi Drive
Mail Code 480-405-232
Troy, MI 48098

Remit to:
AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Invoice Covers: Oct 1 10:00 AM - Nov 1 9:59:59 AM

Customer ID	Payment Terms	Page 1		
15527	Net 30			
AOL Accounts		Accounts	Rate	Total
Prior Months Accounts Active as of Bill Cycle Date		25,764		
Less Prior Months Cancels as of Bill Cycle Date		(131)		
Current Months Registrations as of Bill Cycle Date		69		
Total Accounts Active as of Bill Cycle Date		25,702	@ \$4.25	\$ 109,233.50
Payment Due for Active Accounts to AOL				\$ 109,233.50

Remittance address:

Via Regular Mail	Via Overnight Courier
America Online, Inc.	Chase Manhattan Bank
Attn: Accounts Receivable	55 Water Street
General Post Office	Lockbox Dept. Rm. # 413
P.O. Box 5696	New York, NY 10041
New York, NY 10087-5696	Lockbox # 5696

Please detach here and return this portion with your payment.

Delphi Automotive Systems
Attn: Kevin Finan, IT Purchasing
5820 Delphi Drive
Mail Code 480-405-232
Troy, MI 48098

Customer ID: 7739 AR Cat: 8002

AMERICA ONLINE, Inc.
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 193072,194468
Invoice Number 193072,194468
Invoice Date 12/05/05
Total Amount Due \$ 109,233.50



INVOICE
For Billing Inquiries 877-265-0823
Email SSCsupport@corp.aol.com
Tax ID# 20-4268793



DELPHI
ATTN: KEVIN FINAN IT PURCHASING
MAIL CODE 480-405-232
5820 DELPHI DRIVE
TROY MI 48098

Invoice Number 200116
Invoice Date 02/18/2006
Contract Number 0

Customer ID	Payment Terms	PAGE: 1
000015527	NET 90	
Description		Amount
=====		
GROSS AMOUNT:		103,517.25

AOL ACCOUNTS INVOICE COVERS: MAR 1 10:00AM - APR 1 9:59AM PRIOR MONTHS ACTIVE ACCOUNTS: 24,601 LESS PRIOR MONTHS CANCELS: (296) CURRENT MONTHS REGISTRATIONS: 52 24,357 @ 4.25 BR041806 WG IBB NET AMOUNT:		103,517.25
=====		
INVOICE TOTALS: PAYABLE IN USD		103,517.25



Please detach here and return this portion with your payment.

DELPHI
ATTN: KEVIN FINAN IT PURCHASING
MAIL CODE 480-405-232
5820 DELPHI DRIVE
TROY MI 48098

Customer ID 000015527 AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 0
Invoice Number 200116
Invoice Date 02/18/2006
Total Amount Due 103,517.25



INVOICE
For Billing Inquiries 877-265-0823
Email SSCsupport@corp.aol.com
Tax ID# 20-4268793

Remitted
AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Invoice Number 217758
Invoice Date 02/22/2007
Contract Number 0

Customer ID	Payment Terms	PAGE: 1
000015527	NET 90	
Description		Amount
=====		
GROSS AMOUNT:		91,460.00

AOL ACCOUNTS INVOICE COVERS: JAN 1 10:00AM-FEB 1 9:59AM PRIOR MONTHS ACTIVE ACCOUNTS 21,656 LESS PRIOR MONTHS CANCELS (143) CURRENT MONTHS REGISTRATIONS 7 TOTAL ACTIVE ACCOUNTS 21,520 BR022207 WG		
NET AMOUNT:		91,460.00
=====		
INVOICE TOTALS - PAYABLE IN USD		91,460.00



Please detach here and return this portion with your payment.

DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

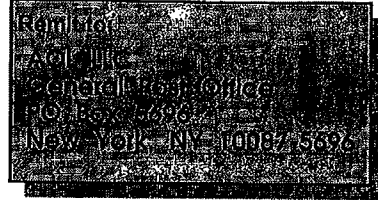
Customer ID 000015527 AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 0
Invoice Number 217758
Invoice Date 02/22/2007
Total Amount Due 91,460.00



INVOICE
For Billing Inquiries 877-265-0823
Email SSCsupport@corp.aol.com
Tax ID# 20-4268793



DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Invoice Number 225242
Invoice Date 06/20/2007
Contract Number 0

Customer ID	Payment Terms	PAGE: 1
000015527	NET 30	
Description		Amount
=====		
GROSS AMOUNT:		48,671.00
AOL Accounts		
Invoice Covers: Feb1 20:00 AM - Mar1 9:59:59AM		
Prior Months Active Accounts 12,628		
Less Prior Month Cancels (1470)		
Current Months Registrations 294		
Total Active Accounts : 11,452 @ \$4.25		
\$48671.00		
CSR 062007 RS		
**** DO NOT MAIL****		
NET AMOUNT:		48,671.00
=====		
INVOICE TOTALS - PAYABLE IN USD		48,671.00



Please detach here and return this portion with your payment.

DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

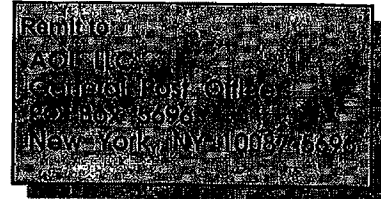
Customer ID 000015527 AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 0
Invoice Number 225242
Invoice Date 06/20/2007
Total Amount Due 48,671.00



INVOICE
For Billing Inquiries 877-265-0823
Email SSCsupport@corp.aol.com
Tax ID# 20-4268793



DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Invoice Number 226220
Invoice Date 06/20/2007
Contract Number 00

Customer ID	Payment Terms	PAGE: 1
000015527	NET 30	
Description		Amount
=====		
GROSS AMOUNT:		46,979.50

AOL Accounts		
Invoice Covers: Mar 1 10:00 AM-Apr 1 9:59:59AM		
Prior Months Active Accounts 11,452		
Less Prior Months Cancels (594)		
Current Months Registrations 196		
Total Active Accounts 11,054 @ #4.25		
\$46979.50		
CSR 062007 RS		
****DO NOT MAIL*****		
NET AMOUNT:		46,979.50

INVOICE TOTALS PAYABLE IN USD		46,979.50



Please detach here and return this portion with your payment.

DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

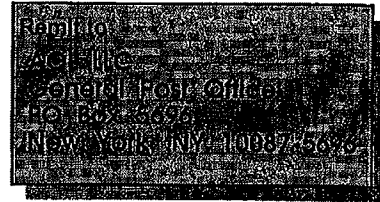
Customer ID 000015527 AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 00
Invoice Number 226220
Invoice Date 06/20/2007
Total Amount Due 46,979.50



INVOICE
For Billing Inquiries 877-265-0823
Email SSCsupport@corp.aol.com
Tax ID# 20-4268793



DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Invoice Number 225243
Invoice Date 06/20/2007
Contract Number 0

Customer ID	Payment Terms	PAGE: 1
000015527	NET 30	
Description		Amount
=====		
GROSS AMOUNT:		44,846.00

AOL Accounts Invoice Covers: Apr 1 10:00AM - May 1 9:59:59AM Prior Months Active Accounts 11,054 Less Prior Months Cancels (612) Current Months Registrations 110 Total Active Accounts 10,552 @ 4.25 \$44846.00 CSR 062007 RS ***DO NOT MAIL***		
NET AMOUNT:		44,846.00
=====		
INVOICE TOTALS, PAYABLE IN USD		44,846.00



Please detach here and return this portion with your payment.

DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Customer ID 000015527 AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 0
Invoice Number 225243
Invoice Date 06/20/2007
Total Amount Due 44,846.00



INVOICE
For Billing Inquiries 877-265-0823
Email SSCsupport@corp.aol.com
Tax ID# 20-4268793

Parent
AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY

MI 48098

Invoice Number

Invoice Date

Contract Number

Customer ID	Payment Terms	PAGE: 1
000015527	NET 30	
Description		Amount
=====		
GROSS AMOUNT:		43,452.00

AOL Accounts		
Invoice Covers: May 1 10:00AM- Jun 1 9:59:59AM		
Prior Months Active Accounts 10,552		
Less Prior Months Cancels (401)		
Current Months Registrations 73		
Total Active Accounts : 10,224 @ 4.25		
\$43,452.00		
CSR 062007 RS		
DO NOT MAIL		
NET AMOUNT:		43,452.00
=====		
INVOICE TOTALS - PAYABLE IN USD		43,452.00



Please detach here and return this portion with your payment.

DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY

MI 48098

Customer ID 000015527

AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number

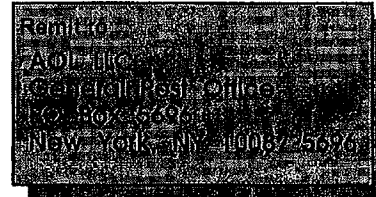
Invoice Number

Invoice Date

Total Amount Due



INVOICE
For Billing Inquiries 877-265-0823
Email SSCsupport@corp.aol.com
Tax ID# 20-4268793



DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Invoice Number 226806
Invoice Date 09/10/2007
Contract Number 0

Customer ID	Payment Terms	PAGE: 1
000015527	NET 30	
Description		Amount
=====		
GROSS AMOUNT:		41,033.75

AOL Accounts:		
Prior Months Accounts Active as of bill cycle		
Date 10,224		
Less Prior Months Cancels as of bill cycle		
Date (605)		
Current Months Registrations as of bill cycle		
Date 36		
Total Active Account as of bill cycle date		
9655 @ \$4.25 Total: \$41033.75		
CSR 070907 RS		
NET AMOUNT:		41,033.75
=====		
INVOICE TOTALS - PAYABLE IN USD		41,033.75



Please detach here and return this portion with your payment.

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ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

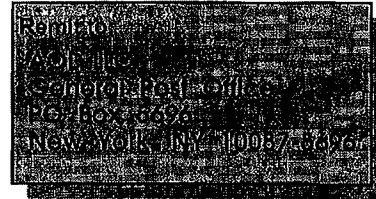
Customer ID 000015527 AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 0
Invoice Number 226806
Invoice Date 09/10/2007
Total Amount Due 41033.75



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Tax ID# 20-4268793



DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Invoice Number 029884
Invoice Date 08/14/2007
Contract Number 3

Customer ID	Payment Terms	PAGE: 1
000015527	NET 30	
Description		Amount
=====		
GROSS AMOUNT:		38,551.75

AOL Accounts Prior Months Accounts Active as of Bill Cycle Date 9655.00, Less Prior Months Cancels as of Bill Cycle Date (595.00), Current Months Registrations as of Bill Cycle Date 11.00 Total Accounts Active as of Bill Cycle Date 9071.00 @ \$4.25 Payment Due for Active Accounts to AOL \$38551.75 CSR 081407 RS		
NET AMOUNT:		38,551.75
=====		
INVOICE TOTALS - PAYABLE IN USD		38,551.75



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DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Customer ID 000015527 AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 0
Invoice Number 029884
Invoice Date 08/14/2007
Total Amount Due 38,551.75



INVOICE
For Billing Inquiries 877-265-0823
Email SSCsupport@corp.aol.com
Tax ID# 20-4268793

Ramit Co.
AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Invoice Number 091807
Invoice Date 09/18/2007
Contract Number 0

Customer ID	Payment Terms	PAGE: 1
000015527	NET 30	
=====		Amount
GROSS AMOUNT: 37,204.50		
AOL Accounts Invoice Covers: Aug 1 10:00AM -Sep 1 9:59:59AM Prior Months Accounts Active - 9,071 Less Prior Months Cancels - (352) Current Months Registrations - 35 Total Accounts Active - 8,754 Payment Due for Active Accounts to AOL 8,754 accounts @ \$4.25 for \$37,204.50 CSR 091807 JS		
NET AMOUNT:		37,204.50
INVOICE TOTALS PAYABLE IN USD		37,204.50



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ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

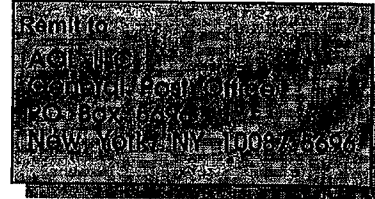
Customer ID 000015527 AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 0
Invoice Number 091807
Invoice Date 09/18/2007
Total Amount Due 37,204.50



INVOICE
For Billing Inquiries 877-265-0823
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Tax ID# 20-4268793



DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY

MI 48098

Invoice Number

Invoice Date

Contract Number

Customer ID	Payment Terms	PAGE: 1
000015527	NET 30	
Description		Amount
=====		
GROSS AMOUNT:		35,368.50

AOL Accounts Invoice Covers: Sep 1 10:00 AM - Oct 1 9:59 AM Prior Months Accounts Active 8,754 Less Prior Months Cancels (450) Current Months Registrations 18 Total Accounts Active as of Bill Cycle Date 8,322 @ \$4.25 Payment Due for Active Accounts to AOL \$35,368.50 BR 110207 JS DELPHI NET AMOUNT:		35,368.50
=====		
INVOICE TOTALS - PAYABLE IN USD		35,368.50



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DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY

MI 48098

Customer ID 000015527

AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number

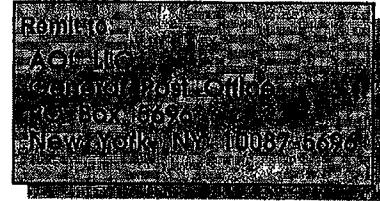
Invoice Number

Invoice Date

Total Amount Due



INVOICE
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Tax ID# 20-4268793



DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Invoice Number 241006
Invoice Date 01/17/2008
Contract Number 0

Customer ID	Payment Terms	PAGE: 1
000015527	NET 30	
GROSS AMOUNT: 33,842.75		
Invoice Covers: Oct 1 10:00 AM- Nov 1 9:59:59AM AOL Accounts as of Bill Cycle Date Prior Months Accounts Active - 8,322 Less Prior Months Cancels - (397) Current Months Registrations - 38 Total Accounts Active - 7,963 @ \$4.25 Payment Due for Active Accounts - \$33,842.75 DELPHI 11708 JS IBB NET AMOUNT:		33,842.75
INVOICE TOTALS PAYABLE IN USD		33,842.75



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ATTN : EVELYN JESTER
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MAIL CODE 483-400-606
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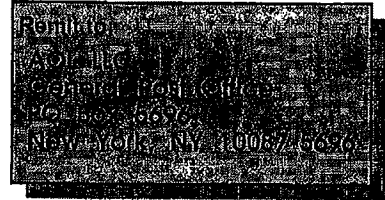
Customer ID 000015527 AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 0
Invoice Number 241006
Invoice Date 01/17/2008
Total Amount Due 33,842.75



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Tax ID# 20-4268793



DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Invoice Number 241080
Invoice Date 01/17/2008
Contract Number 1

Customer ID	Payment Terms	PAGE: 1
000015527	NET 30	
Description		Amount
=====		
GROSS AMOUNT:		31,982.00

AOL Accounts Invoice Covers: Nov 1 10:00 AM- Dec 1 9:59:59AM as of Bill Cycle Prior Months Accounts Active - 7,963 Less Prior Months Cancels - (471) Current Months Registrations 12 Total Accounts Active - 7,504 @ \$4.25 Payment Due for Active Accounts - \$31,982.00 DELPHI 11708 JS IBB NET AMOUNT:		31,982.00
INVOICE TOTALS - PAYABLE IN USD		31,982.00



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ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

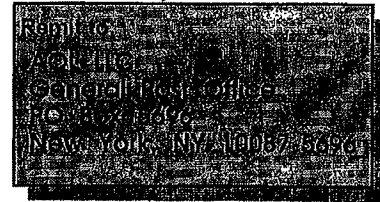
Customer ID 000015527 AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 1
Invoice Number 241080
Invoice Date 01/17/2008
Total Amount Due 31,982.00



INVOICE
For Billing Inquiries 877-265-0823
Email SSCsupport@corp.aol.com
Tax ID# 20-4268793



DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Invoice Number 242251
Invoice Date 01/28/2005
Contract Number 10

Customer ID	Payment Terms	PAGE: 1
000015527	NET 30	
Description		Amount
=====		
GROSS AMOUNT:		30,098.50

Invoice Covers: Dec 1 10:00 AM- Jan 1 9:59:59AM		
AOL Accounts		
as of Bill Cycle Date		
Prior Months Accounts Active - 7,504		
Less Prior Months Cancels - (470)		
Current Months Registrations - 48		
Total Accounts Active - 7,082 @ \$4.25		
DELPHI 012808 JS MISC		
NET AMOUNT:		30,098.50
=====		
INVOICE TOTALS PAYABLE IN USD		30,098.50



Please detach here and return this portion with your payment.

DELPHI
ATTN : EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY MI 48098

Customer ID 000015527 AR Cat: 8002

AOL LLC
General Post Office
PO Box 5696
New York, NY 10087-5696

Contract Number 10
Invoice Number 242251
Invoice Date 01/28/2005
Total Amount Due 30,098.50

FIC: View Invoice

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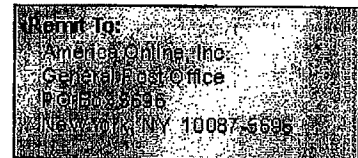
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For Billing inquiries: (703) 266-2436
E-mail: ARInquiry@aol.com
Tax ID#: 84-1322410



DELPHI
ATTN: EVELYN JESTER
5725 DELPHI DRIVE
MAIL CODE 483-400-606
TROY, MI 48098

Invoice Number:	909254
Invoice Date:	06/26/2007
Contract Number:	0

Customer ID: 15527		Payment Terms: NET 30
Description		Amount
OTHER/MISC	Credit Total amount: \$66,096.00 (Consolidated Credit Memo for the net amount of the overbilling). Total Impact to revenue (\$5,873.50). AOL invoices Delphi monthly for subsidies on Delphi employees with AOL account. Due to ambiguous reporting, AOL miss-invoiced from July 06 through Feb 07, 6 invoices were understated, 3 invoices were overstated. (Inv#205572,206105,206996,209344,209984,212389,214496,216388,217753) CSR062607RS	-66,096.00
Total		-66,096.00 USD

EXHIBIT

tabbles

**Delphi Subsidy
Invoicing Adjustments
As of 4/18/07**

Applicable Month	Date Invoiced	Invoice Number	Amount Invoiced	Members Invoiced	Corrected Members	Member Variance	Price	Amounts to be Adjusted	Payment Status
January-06	03/07/06	197900	\$ 105,978.00	24,936	24,936	0	\$ 4.25	\$ -	Paid
February-06	03/21/06	198718	\$ 104,554.25	24,601	24,601	0	\$ 4.25	\$ -	Paid
March-06	04/18/06	200116	\$ 103,517.25	24,357	24,357	0	\$ 4.25	\$ -	Unpaid
April-06	05/24/06	202326	\$ 103,173.00	24,276	24,276	0	\$ 4.25	\$ -	Paid
May-06	07/24/06	205572	\$ 102,123.25	24,029	24,219	190	\$ 4.25	\$ 807.50	Paid
June-06	08/08/06	206105	\$ 100,504.00	23,648	23,969	321	\$ 4.25	\$ 1,364.25	Paid
July-06	08/23/06	206996	\$ 98,778.50	23,242	23,721	479	\$ 4.25	\$ 2,035.75	Paid
August-06	09/25/06	209344	\$ 97,252.75	22,883	23,497	614	\$ 4.25	\$ 2,609.50	Paid
September-06	10/12/06	209987	\$ 95,467.75	22,463	23,044	581	\$ 4.25	\$ 2,469.25	Paid
October-06	11/20/06	212389	\$ 93,912.25	22,097	22,237	140	\$ 4.25	\$ 595.00	Paid
November-06	12/21/06	214496	\$ 92,909.25	21,861	18,154	(3,707)	\$ 4.25	\$ (15,754.75)	Paid
December-06	01/25/07	216388	\$ 92,038.00	21,656	16,378	(5,278)	\$ 4.25	\$ (22,431.50)	Paid
January-07	02/22/07	217753	\$ 91,460.00	21,520	12,628	(8,892)	\$ 4.25	\$ (37,791.00)	Unpaid
Total Adjustment Amount (Credit Memo)								\$ (66,096.00)	